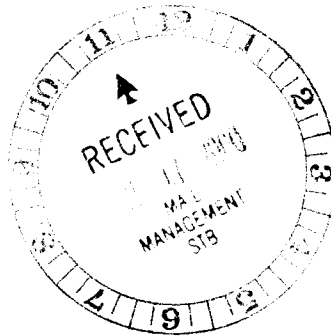




Joseph Transportation Services, Inc.
a subsidiary of Joseph Transportation

12 July 2000

Ms. Taledia Stokes
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001



RECORDATION NO. 23020 FILED

JUL 26 '00 9-01 AM
TS
SURFACE TRANSPORTATION BOARD

Dear Ms. Stokes:

Please find enclosed, one (1) original and one (1) copy of the Memorandum of Railroad Equipment Lease Agreement dated as of June 16, 2000 between the following parties:

Lessee: Virginia Electric and Power Company
5000 Dominion Blvd.
Glen Allen, VA 23060

Lessor: Joseph Transportation Services, Inc.
300 Pike Street
Cincinnati, OH 45202

This Memorandum of Railroad Equipment Lease Agreement dated 6/16/00, covers (106) open top hopper railcars marked JTSX 300000 - 300105, inclusive.

Please file this agreement as a primary document. A check in the amount of \$26.00, check # 12084, is included for the filing fees for this document. Please return the original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 929-4500, ext. 137.

Sincerely,

Joseph Transportation Services, Inc.
(formerly DJJ Transportation Services, Inc.)

A handwritten signature in black ink that reads "Shelley B. Bacon". The signature is written in a cursive style with a large, stylized initial 'S'.

Shelley B. Bacon
Documentation Coordinator

Enclosures

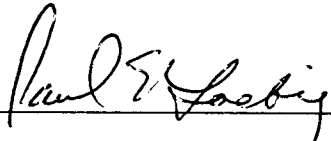
**MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT**

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 16th day of June, 2000, is intended to evidence the lease dated as of June 16, 2000 (the "Lease"), between **JOSEPH TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **VIRGINIA ELECTRIC AND POWER COMPANY**, a Virginia public service corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the one hundred six (106) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

JOSEPH TRANSPORTATION SERVICES, INC.

VIRGINIA ELECTRIC AND POWER COMPANY

By: 

By: 

Name: Paul E. Loebig

Name: DK DEOHAN

Title: Vice President

Title: DIRECTOR

Date: June 16, 2000

Date: 6/26/00

RECORDATION NO. 23020 FILED

JUL 26 '00

9-01 AM

SURFACE TRANSPORTATION BOARD

STATE OF OHIO)
)
COUNTY OF HAMILTON)

SS:

The foregoing instrument was acknowledged before me this 16th day of June, 2000, by Paul E. Loebig, the Vice President of Joseph Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.



Linda M. Baughman
Notary Public, State of Ohio
My Commission Expires July 22, 2002

Linda M. Baughman
Notary Public

STATE OF VIRGINIA)
)
COUNTY OF Henrico)

SS:

The foregoing instrument was acknowledged before me this 26th day of June, 2000, by D. K. Drohan, the Dir. Fuel Procurement of Virginia Electric and Power Company, a Virginia public service corporation, on behalf of the corporation.

Patricia M. Francis
Notary Public

My Commission expires:

Nov. 30, 2000

EXHIBIT A

To the Memorandum of Lease dated June 16, 2000, between Joseph Transportation Services, Inc. and Virginia Electric and Power Company.

DESCRIPTION OF UNITS

One hundred six (106) railcars bearing reporting marks as follows:

JTSX 300000	JTSX 300042	JTSX 300084
JTSX 300001	JTSX 300043	JTSX 300085
JTSX 300002	JTSX 300044	JTSX 300086
JTSX 300003	JTSX 300045	JTSX 300087
JTSX 300004	JTSX 300046	JTSX 300088
JTSX 300005	JTSX 300047	JTSX 300089
JTSX 300006	JTSX 300048	JTSX 300090
JTSX 300007	JTSX 300049	JTSX 300091
JTSX 300008	JTSX 300050	JTSX 300092
JTSX 300009	JTSX 300051	JTSX 300093
JTSX 300010	JTSX 300052	JTSX 300094
JTSX 300011	JTSX 300053	JTSX 300095
JTSX 300012	JTSX 300054	JTSX 300096
JTSX 300013	JTSX 300055	JTSX 300097
JTSX 300014	JTSX 300056	JTSX 300098
JTSX 300015	JTSX 300057	JTSX 300099
JTSX 300016	JTSX 300058	JTSX 300100
JTSX 300017	JTSX 300059	JTSX 300101
JTSX 300018	JTSX 300060	JTSX 300102
JTSX 300019	JTSX 300061	JTSX 300103
JTSX 300020	JTSX 300062	JTSX 300104
JTSX 300021	JTSX 300063	JTSX 300105
JTSX 300022	JTSX 300064	
JTSX 300023	JTSX 300065	
JTSX 300024	JTSX 300066	
JTSX 300025	JTSX 300067	
JTSX 300026	JTSX 300068	
JTSX 300027	JTSX 300069	
JTSX 300028	JTSX 300070	
JTSX 300029	JTSX 300071	
JTSX 300030	JTSX 300072	
JTSX 300031	JTSX 300073	
JTSX 300032	JTSX 300074	
JTSX 300033	JTSX 300075	
JTSX 300034	JTSX 300076	
JTSX 300035	JTSX 300077	
JTSX 300036	JTSX 300078	
JTSX 300037	JTSX 300079	
JTSX 300038	JTSX 300080	
JTSX 300039	JTSX 300081	
JTSX 300040	JTSX 300082	
JTSX 300041	JTSX 300083	

CERTIFICATE

The undersigned, *Shelley B. Bacon* notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.

